

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY
("PREPA"),

Debtor.

PROMESA

Title III

No. 17 BK 4780-LTS

**This Motion relates to PREPA
and shall be filed in Lead Case
No. 17 BK 3283-LTS and Case
No. 17 BK 4780-LTS.**

**URGENT UNOPPOSED JOINT MOTION TO ADJOURN DEADLINE FOR
JOINT STATUS REPORT CONCERNING DISCOVERY DISPUTES RELATED TO
LUMA ENERGY ADMINISTRATIVE EXPENSE MOTION**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico ("Commonwealth") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To the Honorable United States District Judge Laura T. Swain:

The Puerto Rico Electric Power Authority (“PREPA”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as PREPA’s sole Title III representative pursuant to section 315(b) of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”),¹ and the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”) (collectively, the “Government Parties”) along with the Official Committee of Unsecured Creditors (“UCC”), the Fuel Line Lenders,² Unión de Trabajadores de la Industria Eléctrica y Riego (“UTIER”), Sistema de Retiro de los Empleados de la Autoridad de Energía Eléctrica (“SREAEE”), and Whitefish Energy Holdings, LLC (“Whitefish”) (collectively, the “Anticipated Objectors”)³ respectfully submit this unopposed joint urgent motion (“Urgent Motion”) with the attached proposed order to adjourn until **12:00 p.m. A.S.T. on July 29, 2020** the deadline to submit a Joint Status Report in connection with discovery disputes related to *PREPA’s Motion for Entry of an Order Allowing Administrative Expense Claim for Compensation for Front-End Transition Services Under Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement with LUMA Energy* (ECF No. 2053; Case No. 17-04780-LTS)⁴ (the “Administrative Expense Motion”), as set by the *Order Extending and Establishing Certain Deadlines Applicable to PREPA’s Motion for Entry of an Order Allowing Administrative Expense Claim for Compensation for Front-End Transition Services Under the Puerto Rico*

¹ PROMESA is codified at 48 U.S.C. §§ 2101-2241.

² The Fuel Line Lenders are Cortland Capital Market Services LLC, as successor administrative agent under a Credit Agreement, dated May 4, 2012, among PREPA, Scotiabank de Puerto Rico and certain lenders (the “Scotiabank Credit Agreement”).

³ In identifying the foregoing parties as “Anticipated Objectors,” the Government Parties do not concede that any Anticipated Objector has standing to object to the Administrative Expense Motion or to intervene in this contested matter.

⁴ Unless otherwise noted, Docket references are to Case No. 17-04780-LTS.

Transmission and Distribution System Operation and Maintenance Agreement with LUMA Energy (ECF No. 2068) (the “Scheduling Order”). In support hereof, the parties state as follows:

1. On July 7, 2020, the Oversight Board filed the Administrative Expense Motion on behalf of PREPA.

2. On July 14, 2020, the Court issued the Scheduling Order which, among other things, requires all discovery requests in connection with the Administrative Expense Motion to be made on or before July 24, 2020 and for the parties to identify disputes related thereto, meet and confer and submit a joint status report outlining discovery disputes (“Joint Status Report”) by 5:00 p.m. (Atlantic Standard Time) on July 28, 2020.

3. Consistent with the Scheduling Order, the parties met and conferred on July 27, 2020 regarding the discovery requests issued and are preparing a Joint Status Report addressing the parties’ progress to date and any outstanding discovery disputes.

4. Despite the parties’ best efforts, they require additional time to submit the Joint Status Report and jointly request that the Court adjourn the deadline to **12:00 p.m. (Atlantic Standard Time) on July 29, 2020.**

5. No party who has issued or is subject to the discovery at issue objects to the motion, and no party will be prejudiced by entry of the requested order.

WHEREFORE, the parties respectfully request that the Court enter an order substantially in the form of the Proposed Order attached hereto as **Exhibit A.**

* * *

**Certification of Compliance with
Local Rule 9013-1 and the Thirteenth Amended Case Management Procedures**

Pursuant to Local Rule 9013-1 and ¶ I.H of the *Thirteenth Amended Notice, Case Management and Administrative Procedures*, the undersigned counsel hereby certify they have (a) carefully examined the matter and concluded there is a true need for an urgent extension; (b) not created the urgency through any lack of due diligence; and (c) made reasonable, good-faith communications in an effort to resolve or narrow the issues that are being brought to the Court.

[Remainder of page intentionally left blank]

Dated: July 28, 2020
San Juan, Puerto Rico

Respectfully submitted,

PROSKAUER ROSE LLP

/s/ Paul V. Possinger

Martin J. Bienenstock (*pro hac vice*)
Paul V. Possinger (*pro hac vice*)
Ehud Barak (*pro hac vice*)
Margaret A. Dale (*pro hac vice*)
Daniel S. Desatnik (*pro hac vice*)
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900
*Attorneys for the Financial Oversight and
Management Board as representative for the
Commonwealth of Puerto Rico and the Puerto
Rico Electric Power Authority*

O'NEILL & BORGES LLC

/s/ Hermann D. Bauer

Hermann D. Bauer
USDC No. 215205
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918-1813
Tel: (787) 764-8181
Fax: (787) 753-8944
*Co-Attorney for the Financial Oversight and
Management Board as representative of the
Debtor*

MARINI PIETRANTONI MUÑOZ LLC

/s/ Luis Marini

Luis C. Marini-Biaggi
USDC No. 222301
250 Ponce de León Ave., Suite 900
San Juan, Puerto Rico 00918
Tel: (787) 705-2171
Fax: (787) 936-7494

*Co-counsel for the Puerto Rico Fiscal Agency
and Financial Advisory Authority*

DÍAZ & VÁZQUEZ LAW FIRM, P.S.C

/s/ Katuska Bolaños

Katuska Bolaños
USDC No. 231812
290 Jesús T. Piñero Ave.
Oriental Tower, Suite 1105
San Juan, PR 00918
Tel.: (787) 395-7133
Fax: (787) 497-9664

*Counsel for Puerto Rico Electric Power
Authority*

O'MELVENY & MYERS LLP

/s/ Elizabeth L. McKeen

John J. Rapisardi
Nancy A. Mitchell
Maria J. DiConza
7 Times Square
New York, New York 10036
Tel: (212) 326-2000
Fax: (212) 326-2061

-and-

Peter Friedman
1625 Eye Street, NW
Washington, D.C. 20006
Tel: (202) 383-5300
Fax: (202) 383-5414

-and-

Elizabeth L. McKeen
Ashley M. Pavel
610 Newport Center Drive, 17th Floor
Newport Beach, CA 92660
Tel: (949) 823-6900
Fax: (949) 823-6994

*Attorneys for the Puerto Rico Fiscal Agency
and Financial Advisory Authority and Puerto
Rico Electric Power Authority*

/s/ Juan J. Casillas Ayala

Juan J. Casillas Ayala
USDC-PR No. 218312
Israel Fernández Rodríguez
USDC-PR No. 225004
Juan C. Nieves González
USDC-PR No. 231707
Cristina B. Fernández Niggemann
USDC-PR No. 306008
CASILLAS, SANTIAGO & TORRES LLC
PO Box 195075
San Juan, PR 00919-5075
Telephone: (787) 523-3434
Facsimile: (787) 523-3433
Email: jcasillas@cstlawpr.com
ifernandez@cstlawpr.com
jnieves@cstlawpr.com
cfernandez@cstlawpr.com

/s/ Nayuan Zouariabani

Nayuan Zouairabani
USDC-PR No. 226411
MCCONNELL VALDÉS LLC
270 Muñoz Rivera Avenue, Suite 7
Hato Rey, Puerto Rico 00918
P.O. Box 364225
San Juan, Puerto Rico 00936-4225
Telephone: (787) 250-5604
Facsimile: (787) 759-9225
Email: nzt@mcvpr.com

/s/ Luc A. Despins

Luc A. Despins (admitted *pro hac vice*)
Nicholas A. Bassett (admitted *pro hac vice*)
PAUL HASTINGS LLP
200 Park Avenue
New York, New York 10166
Telephone: (212) 318-6000
Email: lucdespins@paulhastings.com
nicholasbassett@paulhastings.com

*Counsel to the Official Committee of
Unsecured Creditors*

/s/ Emil A. Kleinhaus

Richard G. Mason (admitted *pro hac vice*)
Amy R. Wolf (admitted *pro hac vice*)
Emil A. Kleinhaus (admitted *pro hac vice*)
Michael H. Cassel (admitted *pro hac vice*)
WACHTELL, LIPTON, ROSEN & KATZ
51 West 52nd Street
New York, New York 10019
Telephone: (212) 403-1000
Facsimile: (212) 403-2000
Email: rgmason@wlrk.com
arwolf@wlrk.com
eakleinhaus@wlrk.com
mhcassel@wlrk.com

*Attorneys for Cortland Capital Market
Services LLC, as Administrative Agent*

/s/ Jessica E. Méndez-Colberg

Rolando Emmanuelli-Jiménez

USDC-PR No. 214105

Jessica E. Méndez-Colberg

USDC-PR No. 302108

BUFETE EMMANUELLI, C.S.P.

472 Tito Castro Ave.,

Marvesa Building Suite 106

Ponce, PR 00716

Telephone: (787) 848-0666

Facsimile: (787) 977-0323

Email: rolando@bufete-emmanuelli.com

jessica@bufete-emmanuelli.com

*Attorneys for Unión de Trabajadores de la
Industria Eléctrica y Riego and Sistema de
Retiro de los Empleados de la Autoridad de
Energía Eléctrica*

/s/ Ann Marie Uetz

Ann Marie Uetz (*pro hac vice*)

FOLEY & LARDNER LLP

500 Woodward Ave., Suite 2700

Detroit, MI 48226

Telephone (313) 234-7100

Facsimile (313) 234-2800

auetz@foley.com

Counsel for WEH

and

C. CONDE & ASSOC.

/s/Carmen D. Conde Torres

Carmen D. Conde Torres, Esq.

USDC 207312

/s/Luisa S. Valle Castro

Luisa S. Valle Castro, Esq.

USDC No. 215611

254 San José Street, 5th Floor

Old San Juan, Puerto Rico 00901

Telephone: 787-729-2900

Facsimile: 787-729-2203

E-Mail: condecarmen@condelaw.com

ls.valle@condelaw.com

Counsel for WEH

Exhibit A

Proposed Order

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY
("PREPA"),

Debtor.

PROMESA

Title III

No. 17 BK 4780-LTS

Re: ECF No. [x]

**This Motion relates to PREPA
and shall be filed in Lead Case
No. 17 BK 3283-LTS and Case
No. 17 BK 4780-LTS.**

**[PROPOSED] ORDER ADJOURNING DEADLINE FOR JOINT STATUS
REPORT CONCERNING DISCOVERY DISPUTES RELATED TO
LUMA ENERGY ADMINISTRATIVE EXPENSE MOTION**

Upon consideration of the *Urgent Unopposed Joint Motion to Adjourn Deadline for Joint
Status Report Concerning Discovery Disputes Related to LUMA Energy Administrative Expense*

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Motion (Docket Entry No. ____ in Case No. 17-4780, the “Urgent Motion”) filed on July 28, 2020 by the Government Parties and Anticipated Objectors² and the Court having (i) found and determined that the Court has jurisdiction over this proceeding and the Urgent Motion; (ii) found and determined that venue of this proceeding and the Urgent Motion is proper (iii) no party has objected to the adjournment requested in the Urgent Motion; and (iv) found good and sufficient cause exists to enter the adjournment requested therein, it is HEREBY ORDERED THAT:

1. The deadline for the Joint Status Report concerning discovery disputes related to the Administrative Expense Motion is adjourned to **12:00 p.m. (Atlantic Standard Time) on July 29, 2020.**

2. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: July __, 2020

HONORABLE LAURA TAYLOR SWAIN
UNITED STATES DISTRICT JUDGE

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Urgent Motion.